

# BALL JANIK LLP

A T T O R N E Y S

1455 F STREET, NW, SUITE 225  
WASHINGTON, D C 20005

TELEPHONE 202-638-3307  
FACSIMILE 202-783-6947

LOUIS E. GITOMER  
OF COUNSEL  
(202) 466-6532

lgitomer@bjllp.com

February 1, 2000

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

RECORDATION NO. 16613-B FILED  
FEB 1 '00 2:28 PM  
TS  
SURFACE TRANSPORTATION BOARD

Dear Secretary Williams:

I have enclosed four originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Full Release and Termination of Railroad Equipment Lease, a secondary document, dated as of January 31, 2000. The primary document to which this is connected is recorded under Recordation No. 16613. We request that one copy of this document be recorded under Recordation No. 16613-B.

The names and addresses of the parties to the Full Release and Termination of Railroad Equipment Lease are:

Lessor:

The CIT Group/Equipment Financing, Inc.  
1211 Avenue of the Americas  
New York, NY 10036

RECORD 16613-B

Lessee:

Elgin, Joliet & Eastern Railroad Company  
135 Jamison Lane  
Monroeville, PA 15146

A description of the equipment covered by the Full Release and Termination of Railroad Equipment Lease consists of 384 100-ton gondola cars numbered EJE 88500-88554, inclusive, 88556-88577, inclusive, 88579-88589, inclusive, 88591-88603, inclusive, 88605-88633, inclusive, 88635-88638, inclusive, 88640-88645, inclusive, 88647-88687, inclusive, 88689-88700, inclusive, 88702-88762, inclusive, 88764-88768, inclusive, 88770-88833, inclusive,

Honorable Vernon A. Williams  
February 1, 2000  
Page 2

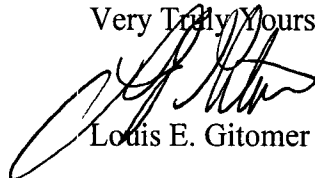
88835-88868, inclusive, 88871-88883, inclusive, 88885-88888, inclusive, and 88890-88899, inclusive.

A fee of \$ 26.00 is enclosed. Please return three originals to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the document to appear in the index follows: a Full Release and Termination of Railroad Equipment Lease between The CIT Group/Equipment Financing, Inc., 1211 Avenue of the Americas, New York, NY 10036, and Elgin, Joliet & Eastern Railroad Company, 135 Jamison Lane, Monroeville, PA 15146, covering 384 100-ton gondola cars numbered EJE 88500-88554, inclusive, 88556-88577, inclusive, 88579-88589, inclusive, 88591-88603, inclusive, 88605-88633, inclusive, 88635-88638, inclusive, 88640-88645, inclusive, 88647-88687, inclusive, 88689-88700, inclusive, 88702-88762, inclusive, 88764-88768, inclusive, 88770-88833, inclusive, 88835-88868, inclusive, 88871-88883, inclusive, 88885-88888, inclusive, and 88890-88899, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

FEB 1 '00

2-28 PM

**FULL RELEASE AND TERMINATION  
OF  
RAILROAD EQUIPMENT LEASE SURFACE TRANSPORTATION BOARD  
RECORDED WITH THE SURFACE TRANSPORTATION BOARD**

**THIS FULL RELEASE AND TERMINATION OF RAILROAD EQUIPMENT LEASE** is made as of January 31, 2000, by *ELGIN, JOLIET & EASTERN RAILROAD COMPANY* ("Lessee") and *THE CIT GROUP/EQUIPMENT FINANCING, INC.* ("Lessor"), successor in interest to Mellon Leasing Corporation ("Mellon").

**WITNESSETH**

**WHEREAS**, Lessor and Lessee are parties to that certain Railroad Equipment Lease dated as of November 15, 1989, as may have been amended from time to time, recorded December 14, 1989, with the Interstate Commerce Commission under Recordation No. 16613 (the "Lease"); and

**WHEREAS**, Lessor succeeded to the interests of Mellon pursuant to an Assignment and Assumption Agreement, dated as of March 16, 1999, between Mellon, as assignor, and Lessor, as assignee ("Assignment"), which Assignment was recorded with the Surface Transportation Board on March 19, 1999, and given Recordation No. 16613-A; and

**WHEREAS**, under the terms of the Lease, Lessor granted to Lessee a leasehold interest in certain of Lessor's assets, more particularly described in Exhibit A hereto (the "Equipment"); and

**WHEREAS**, the term of the leasehold interest set forth in the Lease has expired and all obligations under the Lease have been fully satisfied and discharged.

**NOW, THEREFORE**, for good and valuable consideration, the sufficiency and receipt of which is acknowledge, and intending to be legally bound, each of Lessor and Lessee does hereby release and terminate in toto the aforesaid Lease and does hereby release and discharge all Equipment described and covered therein and thereby.

**IN WITNESS WHEREOF**, each of Lessor and Lessee has duly executed this **FULL RELEASE AND TERMINATION OF RAILROAD EQUIPMENT LEASE** as of this January 31, 2000.

THE CIT GROUP/  
EQUIPMENT FINANCING, INC.

ELGIN, JOLIET & EASTERN RAILROAD  
COMPANY

By: Catherine Stiglich

By: \_\_\_\_\_

Name: Catherine Stiglich

Name: \_\_\_\_\_

Title: Vice President

Title: \_\_\_\_\_

FULL RELEASE AND TERMINATION  
OF  
RAILROAD EQUIPMENT LEASE  
RECORDED WITH THE SURFACE TRANSPORTATION BOARD

THIS FULL RELEASE AND TERMINATION OF RAILROAD EQUIPMENT LEASE is made as of JAN 31st, 2000, by ELGIN, JOLIET & EASTERN RAILROAD COMPANY ("Lessee") and THE CIT GROUP/EQUIPMENT FINANCING, INC. ("Lessor"), successor in interest to Mellon Leasing Corporation ("Mellon").

WITNESSETH

WHEREAS, Lessor and Lessee are parties to that certain Railroad Equipment Lease dated as of November 15, 1989, as may have been amended from time to time, recorded December 14, 1989, with the Interstate Commerce Commission under Recordation No. 16613 (the "Lease"); and

WHEREAS, Lessor succeeded to the interests of Mellon pursuant to an Assignment and Assumption Agreement, dated as of March 16, 1999, between Mellon, as assignor, and Lessor, as assignee ("Assignment"), which Assignment was recorded with the Surface Transportation Board on March 19, 1999, and given Recordation No. 16613-A; and

WHEREAS, under the terms of the Lease, Lessor granted to Lessee a leasehold interest in certain of Lessor's assets, more particularly described in Exhibit A hereto (the "Equipment"); and

WHEREAS, the term of the leasehold interest set forth in the Lease has expired and all obligations under the Lease have been fully satisfied and discharged.

NOW, THEREFORE, for good and valuable consideration, the sufficiency and receipt of which is acknowledge, and intending to be legally bound, each of Lessor and Lessee does hereby release and terminate in toto the aforesaid Lease and does hereby release and discharge all Equipment described and covered therein and thereby.

IN WITNESS WHEREOF, each of Lessor and Lessee has duly executed this FULL RELEASE AND TERMINATION OF RAILROAD EQUIPMENT LEASE as of this JANUARY 31, 2000.

THE CIT GROUP/  
EQUIPMENT FINANCING, INC.

ELGIN, JOLIET & EASTERN RAILROAD  
COMPANY

By: Catherine Stiglich

By: J. W. Schulte

Name: Catherine Stiglich

Name: J. W. SCHULTE

Title: Vice President

Title: VP FINANCE & CFO

STATE OF NEW YORK }  
 } SS:  
COUNTY OF NEW YORK }

On this 26<sup>th</sup> day of January, 2000, before me, a Notary Public of the State of New York, personally appeared Catherine Stiglich, the Vice President of THE CIT GROUP/EQUIPMENT FINANCING, INC, a New York corporation ("Corporation"), known (or satisfactorily proven) to be the person whose name is subscribed to the within instrument, who, being by me duly sworn, says that the foregoing instrument was signed on behalf of said Corporation by authority of its Board of Directors, and he/she acknowledged that he/she executed the same for the purposes therein contained as the duly authorized officer of said Corporation by signing the name of the Corporation by himself/herself as its Vice President.

IN WITNESS WHEREOF, I have hereunto set my hand and official notarial seal.



Elsa Rodriguez  
Notary Public

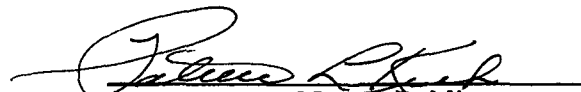
ELSA RODRIGUEZ  
Notary Public, State of New York  
No. 4967228  
Qualified in Nassau County  
Certificate filed in New York County  
Commission Expires May 29, 2000

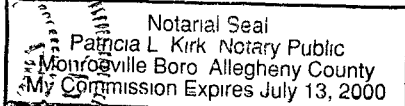
My Commission Expires: MAY 29, 2000

STATE OF Pennsylvania }  
COUNTY OF Allegheny } SS:

On this 31<sup>ST</sup> day of JANUARY, 2000, before me, a Notary Public of the State of Pennsylvania personally appeared J.W. Schulte, the VP.Fin. + CFO of ELGIN, JOLIET, & EASTERN RAILROAD COMPANY, a DELAWARE corporation ("Corporation"), known (or satisfactorily proven) to be the person whose name is subscribed to the within instrument, who, being by me duly sworn, says that the foregoing instrument was signed on behalf of said Corporation by authority of its Board of Directors, and he/she acknowledged that he/she executed the same for the purposes therein contained as the duly authorized officer of said Corporation by signing the name of the Corporation by himself/herself as its Vice President - Finance + CFO.

IN WITNESS WHEREOF, I have hereunto set my hand and official notarial seal.

  
Notary Public



[SEAL]

My Commission Expires: July 13, 2000

## DESCRIPTION OF RAILCARS AND REPORTING MARKS

Description	Car Mark	Car Nos.
100 Ton Steel Floor Gondola Railroad Freight Cars	EJ&E	88500-88554, inclusive, 88556-88577, inclusive, 88579-88589, inclusive, 88591-88603, inclusive, 88605-88633, inclusive 88635-88638, inclusive 88640-88645, inclusive 88647-88687, inclusive 88689-88700, inclusive 88702-88762, inclusive 88764-88768, inclusive 88770-88833, inclusive 88835-88868, inclusive 88871-88883, inclusive 88885-88888, inclusive, and 88890-88899, inclusive